

## Bylaws

*As amended February 2026*

### **CHAPTER I – NAME AND PROCEDURE**

#### **Section 1: Name**

The name of this organization shall be the **FLORIDA SOCIETY OF PATHOLOGISTS, INC.**, a not for profit, 501 c(6) organization.

#### **Section 2: Rules of Order**

The deliberations of this Society shall be governed by the current edition of the Sturgis' *Standard Code of Parliamentary Procedure*, not in conflict with the Bylaws of this Society.

The Vice-President shall act as Parliamentarian at regular meetings of the Society. If the Vice-President is absent, the President shall, if so desires appoint a Parliamentarian to serve as advisor.

#### **Section 3: Incorporation**

The Florida Society of Pathologists shall be incorporated under the laws of the state of Florida.

### **CHAPTER II - PURPOSE**

#### **Section 1**

The purpose of the organization shall be as follows:

1. To represent the interests of patients, the public and pathologists by promoting excellence in pathology services in the State of Florida.
2. To promote State and National legislative initiatives that will encourage excellence in pathology services and protect medical services for the public in the State of Florida.
3. To promote collegiality and communication among members.
4. To educate patients, the public and legislative officials concerning the importance of pathology services in the practice of medicine.
5. To stimulate communication and cooperation with other State, National and International pathology organizations.

6. To promote scientific investigation, communication, and collegiality among pathology residents and fellows in the State of Florida.

## **Section 2**

For the purpose of this section, Pathology shall be defined as the branch of medicine which may contribute to the diagnosis, treatment, observation, and understanding of the progress of human disease or medical condition by means of information obtained by morphologic, microscopic, chemical, microbiologic, serologic, molecular or any other type of laboratory examination.

## **CHAPTER III - MEMBERSHIP**

### **Section 1: Class of Membership**

This Society shall consist of the following nine (9) classes of members.

1. Regular
2. New Practitioner
3. Resident/Fellow
4. Medical Student
5. Corresponding
6. Honorary
7. Retired
8. Group
9. Militar

The Board of Directors may set and adjust membership dues and application fees as deemed appropriate.

### **Section 2: Regular Members:**

Only the following physicians, who reside in the State of Florida, shall be eligible for election to, or continue as, a Regular Member in the Society:

1. Those who hold the degree of M.D. from an accredited school of medicine or D.O. from an accredited school of osteopathic medicine AND
2. Those who are licensed to practice medicine as a M.D. or D.O. in the State of Florida AND

3. Those who dedicate a major portion of their practice to this specialty AND Those who are Diplomates of the American Board of Pathology, or eligible for admission to the examination of that Board, as certified by said Board.

The Board of Directors may approve an applicant for Regular Member who does not otherwise meet the criteria by a two-thirds vote of the Directors then in office.

### **Section 3: New Practitioner Members**

New Practitioner members shall be pathologists who are eligible as Regular Members but are in their first two years of practice. New Practitioner members shall have the same rights and privileges of Regular Members. After the second year of practice a New Practitioner shall automatically become a Regular Member.

### **Section 4: Resident/ Fellow Members**

Resident members shall be physicians in training in pathology or a subspecialty thereof, whether their program is located in Florida, in another U.S. state or internationally, subject to the following:

1. They must be in a full-time accredited or recognized training program.
2. They must submit proof of training status and expected date of completion of residency or fellowship (e.g., letter from program director).
3. They shall continue in this category only during active training.

Upon completion of training, a Resident/Fellow Member shall convert to the appropriate membership category.

### **Section 6: Medical Student Members**

Medical Student Members shall be students who have declared interest in pathology subject to the following.

1. They must be enrolled in an accredited medical school in Florida.
2. They must submit proof of medical school enrollment and expected graduation date (e.g., letter from medical school).
3. They shall continue in this category only during active training.

Upon completion of medical school and entry into a pathology training program, a Medical Student member shall convert to Resident/Fellow membership.

### **Section 7: Corresponding Members**

Corresponding members shall include physicians who are practicing pathology whose primary practice is in a state other than Florida, and is a member in good standing of a state society of pathology other than the Florida Society of Pathologists. They shall have no vote at general or special meetings.

### **Section 8: Honorary Members**

Honorary membership shall be awarded by two thirds vote of the Board of Directors to any person demonstrating excellence in their profession or field of study.

### **Section 9: Retired Members**

Retired membership is available to any retired or inactive pathologist residing in Florida, who will document prior active membership for 10 years in any state pathology society, the College of American Pathologists, American Society for Clinical Pathology or other recognized national society of pathology.

### **Section 10: Group Members**

Group members shall include pathologists who are in a group of 5 or more pathologists where at least 75% of the group is a member of the FSP.

### **Section 11: Military Members**

Military members are pathologists residing in Florida who are federal employees that are primarily employed by the U.S. Military, U.S. Public Health Services (USPHS), or Veterans Affairs (VA).

### **Section 12: Voting and Holding Office Privileges**

Only Regular, Group, New Practitioner, and Military members have the privilege of voting and holding office. Resident/Fellow, Medical Student Corresponding, and Honorary members shall have no power to vote at general or special meetings, and may not hold an elected office. Retired members may hold office at the discretion of the Board in which case, the retired member shall have voting rights commensurate with the office held. Non-voting members shall pay dues and may be appointed to Committees and utilized in any other manner deemed of benefit to the Society. They will be entitled to vote within their respective committees in matters pertaining to that committee's work.

### **Section 11: Application for Membership**

Application for membership shall be made on a form and signed by the applicant with the appropriate dues. All applications shall be forwarded to the Membership Committee Chair for review and then presented to the Board of Directors for approval.

## **Section 12: Election to Membership**

The applicants for all classes of membership shall be submitted to the Board of Directors by the Membership Committee. If a majority of a quorum of the Board of Directors votes in favor of the applicant, the applicant's name shall be published by the Executive Director. If the application is refused, the applicant may resubmit the application at the next meeting.

## **Section 13: Resignation**

Resignations shall be submitted in writing to the Executive Director who shall present the names to the Board of Directors at its next meeting.

## **Section 14: Delinquency of Dues**

Members in arrears for dues for ninety days may be dropped from membership for non-payment of dues.

## **Section 15: Reinstatement**

Any member dropped for non-payment of dues may be reinstated at the discretion of the Board of Directors.

## **Section 16: Member Moving Out-of-State**

Regular Group, and New Practitioner members moving from the state shall lose their Regular membership in the Society after the expiration of their current dues and may change their membership status to Corresponding Member.

## **Section 18: Loss of License**

Membership in the Society shall automatically be revoked, without requirement of any action by the Board, with reference to any member who has had his or her Florida Medical License or Florida Osteopathic License suspended or revoked by the Florida Board of Medicine or the Florida Board of Osteopathic Medicine. Restoration of his or her license shall make the former member eligible to reapply for membership under the same terms and conditions as any other applicant for membership.

## **CHAPTER IV - OFFICERS**

### **Section 1: Officers of the Society**

The officers of the Society shall consist of a President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President. The officers of the Society shall form the Executive Committee.

### **Section 2: President**

The President shall discharge all duties which custom and parliamentary procedure demand. The president shall preside impartially at all regular and called meetings. The president shall appoint official delegates to other professional organizations and all Standing and Special Committee Chairs. The president shall be chairman of the Board of Directors and ex-officio member of all other committees. The president shall uphold the Bylaws and strive earnestly to further the objectives of this Society.

### **Section 3: President-Elect**

The President-Elect shall assume and perform all duties of the President in the event of absence, disability or death.

### **Section 4: Vice President**

The Vice-President shall serve on all Standing and Special Committees as directed by the President.

### **Section 5: Secretary**

The Secretary shall be responsible for the permanent records of the transactions of the Society and shall give all notices as required by the Bylaws of the Society. In conjunction with the Executive Director, the Secretary shall have custody and care of all archives belonging to this Society.

### **Section 6: Treasurer**

The Treasurer shall be responsible for the correct and permanent copies of the financial records of the Society. In conjunction with the Executive Director, the Treasurer shall have custody and care of the funds and securities belonging to the Society. The Treasurer shall deposit the funds of the Society to its credit in such banks and depositories as may be designated by the Board of Directors. The Treasurer shall sign all checks and drafts in the name of the Society for the withdrawal of funds from such deposits. The Treasurer shall also keep full books of accounts and shall render a full statement of finances when requested by the Board of Directors. The Treasurer shall account to the Society at each meeting for all receipts and disbursements. The Treasurer shall not be bonded. The Treasurer may delegate, with the approval of the Board of Directors, to the Executive Director, such duties deemed appropriate. The Treasurer shall be guided by the restrictions stated in these Bylaws.

### **Section 7: Immediate Past President**

The Immediate Past President shall work closely with the President, President-Elect and Vice President to create continuity to functions of the Society and shall prepare a specific list of items required of the incoming president.

#### **Section 8: Succession to the President**

The outgoing President-Elect shall automatically become President following the election of a new President-Elect.

#### **Section 9: Succession to the Immediate Past President**

The outgoing President shall automatically become the Immediate Past President and assume that office immediately following the annual meeting.

### **CHAPTER V – BOARD OF DIRECTORS**

#### **Section 1: Establishment of Board of Directors**

Regular members of this Society shall establish a Board of Directors empowered to act for the membership when the Society is not in session.

#### **Section 2: Composition of Board of Directors**

The Board of Directors shall be composed of the Officers of this Society, a minimum of two Members-at-large with a maximum of eight Members-at-large, the Chair of the Florida delegation to the House of Delegates of the College of American Pathologists, and the Chair of the Resident and Fellow Committee.

#### **Section 3: Members at Large**

Members-at-large shall come from the membership. .

#### **Section 4: Votes**

Each member of the Board of Directors shall have but one vote.

#### **Section 5: Terms of Office**

The terms of the officers, with the exception of the Treasurer, shall be (2) two years. No member may simultaneously occupy two or more elective offices. Members at large may serve staggered two year terms and are eligible for (2) additional two- year terms.

#### **Section 6: Vacancy**

During the term of office if such office is vacated by death, removal or resignation, the Board of Directors shall have the power of appointment, by majority vote, to fill said office until the next regular election.

## **Section 7: Meetings of Board of Directors**

The Board of Directors shall meet at least once a year coinciding with the annual meeting. Other meetings or conference calls may be held as necessary at the discretion of the President. The Secretary shall report minutes of the said meeting to the members of the Society within a reasonable time. Meetings of the Board of Directors are open to all FSP members and Committee Chairpersons are especially encouraged to come.

## **Section 8: Electronic and Postage Votes by Board of Directors**

Any action required or permitted to be taken by the Board of Directors may be taken by telephone, mail or email if all the members of the Board of Directors consent to such method in writing or verbally to the Executive Director.

## **Section 9: Quorum of the Board of Directors**

In order to transact business, the Board of Directors shall have a quorum of 50% plus one.

## **Section 10: Executive Director**

The society may employ an executive director that shall be directly responsible to the Board of Directors and serve at their discretion. The duties of the Executive Director shall be those usually performed by such officer. The Executive Director shall conduct the headquarters office of the Society, keep accurate records of the Society proceedings and activities, and serve as general custodian of the Society documents and property. The Executive Director shall prepare all checks made in payment of Society obligations with the approval of the Treasurer.

## **CHAPTER VI – REMOVAL**

A member of the Board of Directors may be removed, with or without cause, by the affirmative vote of at least two-thirds of the Board of Directors then in office. If the vote for the removal of a Board of Directors member is to take place at a regular or special meeting called pursuant to these bylaws, written notice of the proposed removal must be prepared and delivered to all Board of Directors members, no fewer than ten (10) days prior to the meeting via regular and electronic mail. Such notice must both include the purpose of the meeting and list the Board of Directors member sought to be removed. Receipt of written notice must be confirmed via a return receipt or written acknowledgment from the Board of Directors member sought to be removed.

## **CHAPTER VII – MEMBERSHIP MEETING**

### **Section 1: Annual Meeting**

The Society will hold at least one annual meeting per year. Other meetings may be held if approved by the Board of Directors. The time and place of the annual meeting and other meetings shall be determined by the Board of Directors. Notice of all meetings shall be provided to all members at least 15 days prior to said meetings

### **Section 2: Quorum at the General Membership Meeting.**

At the Annual Meeting and at the regular meetings of the membership, a quorum shall consist of that number of active members present.

## **CHAPTER VIII – FISCAL YEAR**

The Fiscal Year of the Florida Society of Pathologists shall run from May 1 to April 30 in any given year. Dues and assessment shall be fixed by the Board of Directors and shall be due and payable on the first day of May of each year.

## **CHAPTER IX - COMMITTEES**

### **Section 1: Committees**

The President shall appoint the Standing Committees and each shall consist of not fewer than three (3) active members, including the chair.

These Standing Committees are:

1. Executive Committee
2. Education Committee
3. Membership Committee
4. Governmental and Legislative Relations Committee
5. Nominating Committee
6. Communications Committee
7. Resident and Fellow Committee

### **Section 2: Committee Duties**

The general duties of the Standing Committees are as follows:

#### **Executive Committee:**

The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, and the Immediate Past President. The Executive Committee shall be the executive and administrative body of the Society between the

scheduled meetings and shall be empowered to enter into contracts and authorize such expenditures as may be necessary to conduct the affairs and business of the Society. In addition, it shall have such powers and authority as may be delegated to it by the membership and provided for in the Articles of Incorporation and Bylaws.

**Education Committee:**

The Education Committee shall have the responsibility to plan the scientific meetings and any other educational programs of the Society in conjunction with the President and Executive Committee.

**Membership Committee:**

The Membership Committee shall have the responsibility to promote the benefits of society membership and to recruit new members for the Society by communication with eligible pathologists practicing in the State and by monitoring the Pathology Residency and Fellowship Programs and encouraging eligible residents and fellows to join the Society and participate in its activities. The committee shall have ongoing responsibility to monitor and work to assure non-renewals are encouraged to continue as members.

**Governmental and Legislative Relations Committee:**

The Governmental and Legislative Relations committee shall serve as liaison with all organizations and branches of government that through legislative, regulatory or reimbursement policies potentially impact on the practice of Pathology in the State of Florida. The committee shall develop areas of cooperation between members of this Society with State and Federal representatives, organizations, agencies, boards and other societies. The committee shall have the responsibility to inform the Board of Directors and the membership of the Society of activities pertaining to Pathology, which are contemplated or engaged in by State and Federal agencies. The committee shall vigorously oppose nefarious laws and inform legislators and the public on matters pertaining to Pathology. The committee shall represent Pathologists as practitioners of medicine. The Committee shall include at least one (1) member of the Executive Committee as a member.

**Nominating Committee:**

The Nominating Committee shall select for nomination the President-Elect, Vice President, Secretary, Treasurer, and members at large to the Board of Directors. The Nominating Committee shall be chaired by the immediate past President. The members of the Nominating Committee shall be regular members, appointed by the Immediate Past President. The committee will prepare a list of at least one candidate for each elective

office and to do so after ample consideration of the prospective officer's record of attendance, interest, contribution to the Society specifically and pathology in general, and especially the ability and desire for service to his fellow man. The Nominating Committee will present the recommended slate to the Board of Directors for approval. Once the slate is approved by the board, the election will take place at the regular annual business meeting of the membership. Election to office requires a simple majority of a quorum present at the meeting.

### **Communications Committee**

The Communications Committee shall oversee all communications efforts of the Society. The Committee is charged with providing guidance and oversight of the Society's messaging processes, social media presence and provide strategic recommendations on public awareness campaigns and media interactions. The Committee shall oversee the *Pathology Today*, the bi-weekly newsletter and is responsible for the periodic review of the FSP website with FSP staff.

### **Resident and Fellow Committee**

The Resident and Fellow Committee shall be responsible for assisting in the development of activities and resources that are relevant and purposeful to pathologists in training. The committee is responsible for communicating relevant FSP activities for residents and fellows including the annual Poster Competition, the Fellowship Fair and Resident Roundtable Discussion and any other networking events held in conjunction with the FSP conferences to its statewide membership of residents and fellows. The committee is also responsible for recruitment and retention of FSP Resident/Fellow Members to encourage all residents and fellows to join and participate in the FSP and encourage transition to full membership for those new in practice pathologists in Florida.

### **Section 3: Special Committees**

Special committees may be appointed at the discretion of the President of the Society.

## **CHAPTER X – INDEMNIFICATION**

The FSP shall indemnify the Officers, Members-at-Large, Staff, and Committee members to the extent that the activities are conducted under official business of the FSP.

## **CHAPTER XI - AMENDMENTS**

### **Section 1: Amendments**

These Bylaws may be amended by three-fourths vote of Regular members present at any regular meeting provided such amendment has either:

1. Been read in open meeting at the preceding regular session or
2. Been mailed, emailed or posted on the FSP website for members at least 30 days prior to such regular meeting.

## **Section 2**

No action shall be maintained to abrogate or suspend any provision of these Bylaws except as specified in the preceding Section 1.